## Attachment(s):

Туре	Description	Date Entered	!
0	Exhibit 1	06/07/2008	

## **Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:48:43 File Number: 0003464819

FCC 603

FCC Application for Assignments of Authorization and Transfers of Control:

Approved by OMB

Main Form

Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

3060 - 0800 See instructions for

public burden estimate

### **General Information**

1)	Application Purpose (Select only one) (TC)	
	AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Co	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y ) <b>Y</b> es <b>N</b> o
Fees	s and Waivers	
Γ.		
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
5a)	If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) <u>Y</u> es <u>N</u> o
		(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.  Is a waiver/deferral of the FCC application fees being requested and the application fees are not being	
5b)	If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.  Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	
5b)	If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.  Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?  If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.  Does this application include a request for waiver of the Commission's rules (other than a request for	(N) <u>Y</u> es <u>N</u> o

### **Additional Transaction Information**

, and the state of	17/18	Trule Sections.			
Additional Transaction Information					_
7) Has this application for Assignment of Authorization or Transfer of Control already occurred?			( )	\	<u>N</u> o
8a) The Assignment of Authorization or Transfer of Control is:	7574 774 774	(X) Voluntary	(_	) Involu	ntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:		(MM/DD/YYYY)		1	
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?	<u></u>	SHIP UNIT	( [	<b>√</b> ) <u>Y</u> es	<u>N</u> o
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance pursuant to Section 1.948(c)(1) of the Commission's Rules?	e procedures		(	) <u>Y</u> es	<u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of	f Control.	(MM/DD/YYYY)		1	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area lice If 'Y', complete Schedule B and, if applicable, Schedule C.	nses?			) <u>Y</u> es	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?			(	) Yes	No

11)	flow will/has the Assignment of Authorizat	ion or Transfer of Control	he/heen accomplished? Salect One: /	T )	
	iale or other assignment of assets	Court order	Reorganization or liquidation	1 /	
		_	Keorganization or inquidation		
_	ransfer of stock or other ownership intere				
2	Other (voting trust agreement, managemen	nt contract, etc.):			
Desic	nated Entity Information (if 12a, 12b	or 12c is 'Y' Schedule A	Lis required to be completed )		
	19 19 19 19 19 19 19 19 19 19 19 19 19 1	7 01 120 13 1 , Concude 7	vis required to be completed.)		
12a)	Does this application for Assignment of Au originally awarded with bidding credits wit	thorization or Transfer of thin the last five years?	Control involve any licenses that were	(	) <u>Y</u> es <u>N</u> o
	Does this application for Assignment of Au originally subject to the Commission's ins		Control involve any licenses that were	(	) <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of A originally granted pursuant to closed bid			(	) <u>Y</u> es <u>N</u> o
Com	petition-Related Information	Note that the state of the stat			
		.3.00			
13)	Does this application for Assignment of A be used for interconnected mobile voice a a geographic overlap with another licena indirect interests (of 10 percent or more), could be used to provide interconnected	and/or data services that v se(s) in which the Assign either as a licensee or sp	vould, if assigned or transferred, create see/Transferee already holds direct or ectrum lessee/sublessee, and that also	( Y	) <u>Y</u> es <u>N</u> o
14a)	Does the Assignee/Transferee hold directly already has access to 10 MHz or more supportant Mobile Radio (SMR) service geographic area?	pectrum in the Cellular R	adiotelephone, broadband PCS, or	( Y	) <u>Y</u> es <u>N</u> o
14b)	Would/does this application for Assignment of entities providing service (using spectraffected market(s)?			{ Y	) <u>Y</u> es <u>N</u> o
_					
Broad	dband Radio Service and Educatio	nal Broadband Servi	ce Information	<del></del>	
15a)	Will the requested facilities be used to pr	ovide multichannel video	programming?	(	) <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfer Section 27.1202 of the Commission's Ru located within the geographic area of the	iles) in a cable television		( : : :	) <u>Y</u> es <u>N</u> o
!   	If 'Y', provide an exhibit explaining how the Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.				
16)	Does the Assignee/Transferee comply w 27.1203 of the Commission's Rules?	ith the programming requ	uirements contained in Sec <b>tion</b>		) <u>Y</u> es <u>N</u> o
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waiver requested, 6a must be answered 'Y'.	_			

Assignor/Licensee Information							
17) Assignor/Licensee is a(n); (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Govern	nment Ei	ntity 💢 Co	orporation [	Limited Liab	ility Company
General Partnership Limited Partnership	Limit	ted Liability F	<sup>o</sup> artnersl	nip 🔲 Co	onsortium		
Other:						· <del>-</del>	
18) FCC Registration Number (FRN):0001746957					<del> </del>	w.v.	
19) First Name (if individual):		MI:	Last I	Vame:	············	· · · ·	Suffix:
20) Legal Entity Name (if not an individual): RCTC Who	olesale Co	rporation d/l	b/a ALLT	TEL		<del></del>	
21) Attention To: Wireless Regulatory Supervisor.	· · · · · · ·				<del></del> .		
1	And /Or 2	3) Street Ad	ldress:	One Allied Dri	ive, B2F02	····	······
24) City: Little Rock		Ais.		25) State: A	R	26) Zip Code:	72202
27) Telephone Number: (501)905-8555		2	28) Fax	Number: (501	1)905-6193		
29) E-Mail Address: ACI, Wireless. Regulatory@alltel.c	om es						
30) Demographics of Assignor/Licensee (Option	nal):	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					
Race:  American Indian-or-Alaska Native	Ethnicit	ty: enic or-Latin	o :			n <b>der:</b> Male	
Asian		Hispanic or L				Female	
Black or African-American		A A A A A A A A A A A A A A A A A A A	tte .	Martin			
Native Hawaiian or Other Pacific Islander	l 						
White	<u> </u>			2			
Assignor/Licensee Contact Representative							
31) First Name:	Мі	:	Last Na	me:		a	Suffix:
32) Company Name: RCTC Wholesale Corporation d/b	o/a ALLTE	EL			17	Ţ.	
33) Attention To: Wireless Regulatory Supervisor							
34) P.O. Box:	And 3	5) Street Ad		B2F02			
36) City: Little Rock				37) State: A	R	38), Zip Code	72202
39) Telephone Number: (501)905-8555			10) Fax	Number: (501	)905-61 <b>93</b>		in the state of th
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	om					\$ # \$	

## Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)						
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	rnment E	ntity Corporat	tion 🗶 Limited Li	iability Company
General Partnership Limited Partnership	<u></u> г	imited Liability	Partners	hip Consorti	um	
Other:						
43) FCC Registration Number (FRN): 0016511974						
44) First Name (if individual): MI: Last Name: Suffix:						
45) Legal Entity Name (if not an individual): Atlantis H	oldings	LLC				
46) Attention To: Clive D. Bode, Esq.	:5421			7118		
47) P.O. Box:	And /Or	48) Street A	ddress:	301 Commerce Stree	et. Suite 3300	
49) City: Fort Worth		tanta		50) State: TX	51) Zip Cod	le: 76102
52) Telephone Number: (817)871-4000			53) Fax	Number:		
54) E-Mail Address: cbode@tpg.com						
55) Demographics of Transferor (Optional):		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	,:,			
Race: American Indian or Alaska Native	Ethr	icity: ispanic or Lat	no	1. 1. 1.	Gender: Male	
Asian	□N	ot Hispanic or	Latino	Zeča,	Female	
Black or African-American						
Native Hawaiian or Other Pacific Islander			905 1613			•
∐ White	L				The state of the s	
Transferor Contact Representative	<del>-</del>	<u>-</u>	1			
56) First Name: Kathleen	MI:	Q	Last Na	ime: Abernathy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP						
58) Attention To:						
59) P.O. Box:  And /Or  60) Street Address: 1333 New Hampshire Ave., NW						
61) City: Washington 62) State: DC 63) Zip Code: 20036						
64) Telephone Number: (202)887-4125	SAME AND SECTION A					
66) E-Mail Address: kabernathy@akingump.com						

Assignee/Transferee Information		······································					
67) Assignee/Transferee is a(n): (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	ntity	ation 🗌	Limited L	iability Company
☐ Limited Partnership		imited Liability	Partners	hip Consort	tium		
Other:			<del>_</del>	<del>,,,</del>			76.
68) FCC Registration Number (FRN): 0003290673							
69) First Name (if individual): MI: Last Name: Suffix:							
70) Legal Entity Name (if not an individual): Cellco Par	tnersh	ip 					
71) Attention To: Michael Samsock	1 440000					~	
72) Real Party in Interest FCC Registration Number (F	RN): (	0003290673					
73) Name of Real Party in Interest: Cellco Partnership	<b>.</b>						
74) P.O. Box:	And /Or	75) Street A	Address:	1300 Eye Street, NV	V Suite	400 West	
76) City: Washington			:. 1:: 1:::::::::::::::::::::::::::::::	77) State: DC	7	8) Zip Coo	le: 20005
79) Telephone Number: (202)589-3768	·		80) Fax	Number: (202)589	-3750		
81) E-Mail Address: Michael.Samsock@VerizonWirel	ess.co	m.		11. 11. 11. 11.			
82) Demographics of Assignee/Transferee (Opt	'lenal'	-11		Secretivi			
Race: American Indian or Alaska Native	Ethn	<i>l-</i> ni <b>city:</b> lispanic or Lati	ino		Gende		
Asian		lot Hispanic or	1 40.95		Fe		
□ Black or African-American		•		ffige tj. ∤.1	1		
Native Hawaiian or Other Pacific Islander  White				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
		Abas Assiss	- a/Trans	sferee)	1. 500	<u>}</u>	,
Assignee/Transferee Contact Representative (if 83) First Name: Nancy	$\overline{}$	tnan Assign I: J	T	ime: Victory	1.95010350 1.05010350	liin Tilini	Suffix:
60) First reality		1. J	Lastino		S.E.	Chi.	Sunix.
84) Company Name: Wiley Rein LLP						16 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
85) Attention To:					.555.3		Agen 112 (111) 1
86) P.O. Box:	And /Or	87) Street A	Address:	1776 K Street, NW	- onestine Trest		elekt 1 kg/ 1 kg/
88) City: Washington	· · · · · · · · · · · · · · · · · · ·			89) State: DC		3461.	ode: 20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719-7	7049		The state of the s
93) E-Mail Address: nvictory@wileyrein.com		I					

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <sub>Y</sub> ) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y ) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү ) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N ) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N ) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <sub>N</sub> ) <u>Y</u> es <u>N</u> o



### Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

### Typed or Printed Name of Party Authorized to Sign

	TERMINE TO APPLICATE OF THE PERSON OF THE PE			
103) First Name:		MI:	Last Name:	Suffix:
CLIVE		D	BODE	ESQ
104) Title: VICE PRESIDENT				
Signature: CLIVE D BODE ESQ				105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamfined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name:	Suffix:
John	T	Scott	<del> </del>
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III		ACT INC APP BACK TO APP BACK TO APP BACK THE	108) Date: 06/13/2008

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## Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112 Freque Numi	ency	113) Lower or Cente Frequency (MH:		er	115) Construc Yes / N	cted
KNKA350	CL - Cellular	<del></del>							Y	
WLM334	CF - Common Carrier Fixed Point to Point Microwaye	: 1: 10:2	-		***				Υ	• •
WLM336	CF - Common Carrier Fixed Point to Point Microwave			<del></del> -		<u></u>	- + ·	=	Y	
WLM337	CF - Common Carrier Fixed Point to Point Microwave								Υ	
WLM338	CF - Common Carrier Fixed Point to Point Microwave		0 100						Υ	
WLM340	CF - Common Carrier Fixed Point to Point Microwave					- · · · ·			Y	
WLV781	CF - Common Carrier Fixed Point to Point Microwave			<u>.</u>		<u></u>			Y	
WLV783	CF - Common Carrier Fixed Point to Point Microwave		A little of the second of the						Y	
WMG772	CF - Common Carrier Fixed Point to Point Microwave								Y	
WMG773	CF - Common Carrier Fixed Point to Point Microwave								Υ	•
WMG774	CF - Common Carrier Fixed Point to Point Microwave								Υ	-
WMK823	CF - Common Carrier Fixed Point to Point Microwave			<del></del>				<u></u>	Υ	
WMR797	CF - Common Carrier Fixed Point to Point Microwave		<u></u>						Υ	
WPJA576	CF - Common Carrier Fixed Point to Point Microwave								- Y	
WPJC240	CF - Common Carrier Fixed Point to Point Microwave			<del></del> ·					Υ	
WPJD253	CF - Common Carrier Fixed Point to Point Microwave								Υ	
WPJD254	CF - Common Carrier Fixed Point to Point Microwave			<del></del>		<u></u>	. Manadi.		Y	
WPJD255	CF - Common Carrier Fixed Point to Point Microwave								Y	

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPJE884	CF - Common Carrier Fixed Point to Point Microwave	<u> </u>				<u></u>	<b>Y</b>
WPJE886	CF - Common Carrier Fixed Point to Point Microwave						 
WPNC547	CF - Common Carrier Fixed Point to Point Microwave				<u> </u>	· 	Y
WPNC548	CF - Common Carrier Fixed Point to Point Microwave			·		· · · ·	<sub>Y</sub>
WPNC549	CF - Common Carrier Fixed Point to Point Microwave					<del> </del>	Υ
WPNG910	CF - Common Carrier Fixed Point to Point Microwave	120			<u> </u>	- <del> </del>	<sub>Y</sub>
WPTT313	CF - Common Carrier Fixed Point to Point Microwave	1					Y

## Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008

## **Lead Application Information**

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Submitted: 06/13/2008 at 12:48:06 File Number: 0003464814

FCC 603

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Approved by OMB

Main Form

Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

3060 - 0800 See instructions for

public burden estimate

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AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Consumment CX - Request for Extension of Time (To Consumment CX - Request for Extension of Time (To Consumment CX - Request for Extension of Time (To Consumment CX - Request for Extension of Time (To Consumment CX - Required Notification (For COnsumment CX - Required Notification (Fo	
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If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N ) <u>Y</u> es <u>N</u>
If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

### **Additional Transaction Information**

*		rule Se	CHOITS.			_
dditional Transaction Information						
7) Has this application for Assignment of Authorization or Transfer of Control already occurred	?			(	N ) Yes	: <u>N</u> c
8a) The Assignment of Authorization or Transfer of Control is:		(×)\	oluntary	(	) involu	ıntar
8b) If 8a is 'Involuntary', provide the date that the event occurred:	_	(MM/D	D/YYYY)			
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?	-			(	N ) <b>Y</b> es	s <u>N</u>
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearand pursuant to Section 1.948(c)(1) of the Commission's Rules?	ce procedures	e grade		(	) <u>Y</u> es	3 <u>N</u>
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of	of Control.	(MM/D	D/YYYY)	75.00 P		
10a) Does this application involve the partitioning and/or disaggregation of geographic-area lice if 'Y', complete Schedule B and, if applicable, Schedule C.	enses?				) <u>Y</u> es	; <u>N</u>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?				(	) <u>Y</u> es	s <u>N</u>

	Ma di A di A	Total Control	11-7	(-)		
· ·	How will/has the Assignment of Authoriza ale or other assignment of assets	Court order	Reorganization or liquidation	( T )		
_	·	<del></del>	Keorganization of inquidation			
-	ransfer of stock or other ownership inter					
2	her (voting trust agreement, manageme	int contract, etc.):				
Desig	nated Entity Information (If 12a, 12	b or 12c is 'Y', Schedule	A is required to be completed.)			
	Does this application for Assignment of A originally awarded with bidding credits w		f Control involve any licenses that were		(N	) <u>Y</u> es <u>N</u> o
	Does this application for Assignment of A originally subject to the Commission's in		f Control involve any licenses that were		( N	) <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of A originally granted pursuant to closed bio				( N	) <u>Y</u> es <u>N</u> o
Comp	petition-Related Information					
13)	Does this application for Assignment of be used for interconnected mobile voice a geographic overlap with another lice indirect interests (of 10 percent or more) could be used to provide interconnecter	Authorization or Transfer and/or data services that use(s) in which the Assig a either as a licensee or sp	would, if assigned or transferred, create nee/Transferee already holds direct or pectrum lessee/sublessee, and that also		( Y	) <u>Y</u> es <u>N</u> o
14a)	Does the Assignee/Transferee hold dire already has access to 10 MHz or more Specialized Mobile Radio (SMR) service geographic area?	spectrum in the Cellular F	Radiotelephone, broadband PCS, or		( Y	) <u>Y</u> es <u>N</u> o
14b)	Would/does this application for Assignm of entities providing service (using spec affected market(s)?				( Y	) <u>Y</u> es <u>N</u> o
D	dtd Dd:- Cmind E-b				,	
Broad	dband Radio Service and Education	onal Broadband Servi	ice information	T		
15a)	Will the requested facilities be used to p	provide multichannel video	o programming?		(	) <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfe Section 27.1202 of the Commission's R located within the geographic area of the	tules) in a cable television		in the state of th	(	) <u>Y</u> es <u>N</u> o
	If 'Y', provide an exhibit explaining how Commission's Rules or justifying a waiv requested, 6a must be answered 'Y'.		r of the Commission's Rule(s) is being	Maria		
16)	Does the Assignee/Transferee comply 27.1203 of the Commission's Rules?	with the programming req	uirements contained in Section		(	)⊻es <u>N</u> o
	If 'N', provide an exhibit explaining how Commission's Rules or justifying a waiw requested, 6a must be answered 'Y'.					

Assignor/Licensee Information						
17) Assignor/Licensee is a(n): (Select One)						
☐ Individual ☐ Unincorporated Association ☐	Trust	Gov	ernment Entity	Corporation [	Limited Liabili	ty Company
☑ General Partnership ☐ Limited Partnership	[] Li	imited Liabili	ty Partnership	Consortium		
Other:						
18) FCC Registration Number (FRN) 0001837384						
19) First Name (if individual):		MI:	Last Name:			Suffix:
20) Legal Entity Name (if not an individual): Southern	Illinois F	RSA Partners	ship d/b/a ALLTEL			
21) Attention To: Wireless Regulatory Supervisor						
22) P.O. Box:	And /Or	23) Street	Address: One Allied I	Orive, B1F02		
24) City: Little Rock			25) State:	AR	26) Zip Code:72	2202
27) Telephone Number: (501)905-8555		\$ 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	28) Fax Number: (5	01)905-6193		
29) E-Mail Address: ACI, Wireless, Regulatory@alltel.	com		Lu. Ame			
30) Demographics of Assignor/Licensee (Option		Winds	909f 3			
Race: American Indian-or-Alaska Native	Ethr	nicity: ispanic or La	lino - S		nder: Male	
Asian	1 ==	ot Hispanic (	V1 - 1845.		emale	
Black or African-American		i vá				
Native Hawaiian or Other Pacific Islander						
White			100 100 100 100 100 100 100 100 100 100			
Assignor/Licensee Contact Representative	·			44.B/se		
31) First Name:		MI:	Last Name:		ix  	Suffix:
32) Company Name: Southern Illinois RSA Partnershi	ip d/b/a	ALLTEL	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	America Sancia		
33) Attention To: Wireless Regulatory Supervisor						
34) P.O. Box:	And /Or	35) Street One Al	Address: lied Drive, B1F02		13215-2- 1-2-1-2-1-2-1-2-1-2-1-2-1-2-1-2-1-2-	
36) City: Little Rock			37) State:	AR	38). Zip Code:	72202
39) Telephone Number: (501)905-8555			40) Fax Number: (5	01)905-61 <b>93</b>		4811 2000)
41) E-Mail Address: ACI.Wireless.Regulatory@alitel.	com		<u> </u>	<u>.                                    </u>		

March 1997

## Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)		· · · · · · · · · · · · · · · · · · ·		, , , , , , , , , , , , , , , , , , , ,		
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	rnment E	ntity 🗀 Corpora	ation X Limited	Liability Company
General Partnership   Limited Partnership	∏ ti	mited Liability	Partnersl	hip Conson	tium	
Other:			_			
43) FCC Registration Number (FRN): 0016511974				,		· , , , , ,
44) First Name (if individual):	MI:		Last Na	me:		Suffix:
45) Legal Entity Name (if not an individual): Atlantis H	oldings	LLC				
46) Attention To: Clive D. Bode, Esq.						
47) P.O. Box:	And /Or	48) Street A	\ddress:	301 Commerce Str	eet, Suite 3300	
49) City: Fort Worth	1997 P. 1			50) State: TX	51) Zip C	ode: 76102
52) Telephone Number: (817)871-4000			53) Fax	Number:		
54) E-Mail Address: cbode@tpg.com	-;					
55) Demographics of Transferor (Optional):			en Galdyllera s			
Race: American Indian or Alaska Native		icity: ispanic or Lat	ino		Gender: Male	· · · · · · · · · · · · · · · · · · ·
Asian	Пи	ot Hispanic or	Latino		Female	
Black or African-American						
Native Hawaiian or Other Pacific Islander				CATTONNA A TOTAL A TOT		
L_J White	\			e de la companya de l	POLICE CONTRACTOR	
Transferor Contact Representative			!			
56) First Name: Kathleen	MI:	Q	Last Na	me: Abernathy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Fel	ld LLP					
58) Attention To:						
59) P.O. Box:	And /Or	60) Street A	Address: 1	333 New Hampshire	Ave., NW	iy
61) City: Washington				62) State: DC		Code: 20036
64) Telephone Number: (202)887-4125 65) Fax Number: (202)887-4288  66) E-Mail Address: kabemathy@akingump.com						
		<b> </b>				- <del>10-</del> - 1

Assignee/Transferee Information							
67) Assignee/Transferee is a(n): (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	ntity Corpora	ation [	Limiled Li	ability Company
General Partnership Limited Partnership	Li	mited Liability	/ Partnersl	nip 🔲 Consor	tium		
Other:							
68) FCC Registration Number (FRN): 0003290673							
69) First Name (if individual):		MI:	Last Na	me:			Suffix:
70) Legal Entity Name (if not an individual): Cellco Par	tnershi	p					
71) Attention To: Michael Samsock				· · · · · · · · · · · · · · · · · · ·	·		
72) Real Party in Interest FCC Registration Number (F	RN): (	003290673					· · · · · · · · · · · · · · · · · · ·
73) Name of Real Party in Interest: Cellco Partnership	). 48 E						
74) P.O. Box:	And /Or	<b>75</b> ) Street /	Address:	1300 Eye Street, N	<i>N</i> Sui	te 400 West	
76) City: Washington				77) State: DC		78) Zip Code	e: 20005
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)589	9-3750		·
81) E-Mail Address: Michael.Samsock@VerizonWirel	ess.cor	m	yann dilyy Galeria E				
82) Demographics of Assignee/Transferee (Opt	ional)	:	9	e e Sa			
Race: American Indian or Alaska Native	Ethn	i <b>city:</b> ispanic or Lat	tino		Gen	der: fale	
Asian	ΠN	ot Hispanic o	r Latino		□F	emale	
Black or African-American				. 411			
Native Hawaiian or Other Pacific Islander							
White	<u> </u>	<u> </u>			1	·· <u>·</u>	
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Trans	feree)			
83) First Name: Nancy	М	l: J	Last Na	me: Victory		n di n lung n da	Suffix:
84) Company Name: Wiley Rein LLP							
85) Attention To:							
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street, NW	n.		1
88) City: Washington				89) State: DC		90) Zip Co	The second secon
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719-	7049	** - ***	(1990)

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <sub>Y</sub> ) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172

Allen Ownership Information

aren ownership unovindadir	
95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y ) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү ) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

**Basic Qualification Information** 

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(n )	<u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N )	<u>Y</u> es <u>N</u> o



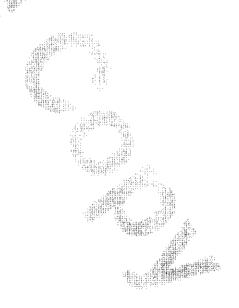
### Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

#### Typed or Printed Name of Party Authorized to Sign

103) First Name:	MI: Last Name:	Suffix:
CLIVE	D BODE	
104) Title: VICE PRESIDENT		
Signature: CLIVE D BODE	was Wasis Hari	105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for proforma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 362, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name:	Suffix:
John	Т	Scott	III
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



## Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN506	CL - Cellular					<del></del>	Y · ·
KNKN820	CL - Cellular						· -       :
WMG868	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK705	CF - Common Carrier Fixed Point to Point Microwave						! <b>Y</b>
WMK706	CF - Common Carrier Fixed Point to Point Microwave						Y
WML306	CF - Common Carrier Fixed Point to Point Microwave				\		'Y
WML307	CF - Common Carrier Fixed Point to Point Microwave			ii			Y
WML609	CF - Common Carrier Fixed Point to Point Microwave		- Albana				Y -
WML610	CF - Common Carrier Fixed Point to Point Microwave		::: '#  }=i				Y
WML611	CF - Common Carrier Fixed Point to Point Microwave						Y
WML704	CF - Common Carrier Fixed Point to Point Microwave						\ <b>Y</b>
WMS898	CF - Common Carrier Fixed Point to Point Microwave						Υ
WMS899	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS900	CF - Common Carrier Fixed Point to Point Microwave				**************************************	To see the second secon	Υ
WPNC453	CF - Common Carrier Fixed Point to Point Microwave				1 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1		Y .
WPNC454	CF - Common Carrier Fixed Point to Point Microwave						<b>Y</b>
WPNC455	CF - Common Carrier Fixed Point to Point Microwave						
WPNC456	CF - Common Carrier Fixed Point to Point Microwave					1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Y